

Interstate Commerce Commission
Washington, D.C.

RECORDATION NO. 7081-A Filed 1425

7081-A

JUN 6 1980 - 11 05 AM

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of 49 USC 11303 (formerly Section 20(c) of the Interstate Commerce Act), as amended, are the original and six counterparts of a First Amendment to Equipment Lease dated as of February 1, 1980 which amends, among other things, an Equipment Lease dated as of May 15, 1973.

The original Equipment Lease was filed with the Interstate Commerce Commission on June 26, 1973, and assigned Recordation No. 7081.

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessee under First Amendment to
Equipment Lease:

Richard B. Ogilvie, Trustee of the
Property of Chicago, Milwaukee, St.
Paul and Pacific Railroad Company
516 West Jackson Blvd.
Chicago, Illinois 60606

Lessor under First Amendment to
Equipment Lease:

Midatlantic National Bank
744 Broad Street
Newark, New Jersey

No. **0-158A028**

Date JUN 6 1980

Fee \$ 10.00

ICC Washington, D. C.

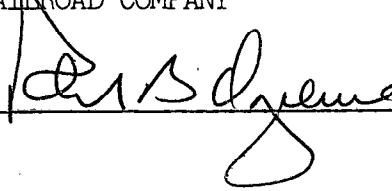
The undersigned is the Lessee mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return the original and five copies of the First Amendment to Equipment Lease to Kenneth G. Goldin, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10.00 covering the required recording fee.

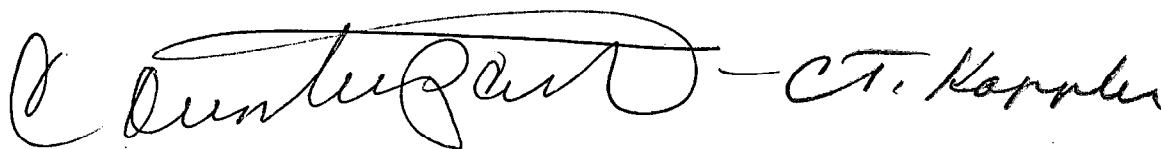
Very truly yours,

RICHARD B. OGILVIE, TRUSTEE OF THE PROPERTY OF
CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC
RAILROAD COMPANY



Enclosures

RECEIVED
JUN 6 10 56 AM '80
I.C.C.
FEE OPERATION BR.



SCHEDULE A

MANUFACTURER: PACCAR Inc

PLANT OF MANUFACTURER: Renton, Washington

DESCRIPTION OF EQUIPMENT: 100 60' Cushion Underframe Box Cars, MILW Road Numbers 4336 to 4338, both inclusive; 4342; 4348; 4352; 6300 to 6321, both inclusive; 6323; 6325 to 6348, both inclusive; 6350 to 6356, both inclusive; 6358; 6360 to 6379, both inclusive; 6381 to 6399, both inclusive

SPECIFICATIONS:

BASE PRICE: \$26,350 per Item (\$2,635,000 for 100 Items)

DELIVER TO: Chicago, Milwaukee, St. Paul and Pacific Railroad Company

PLACE OF DELIVERY: Renton, Washington

ESTIMATED DELIVERY DATE: October-November, 1973

OUTSIDE DELIVERY DATES: 10 business days prior to November 30, 1973

FIXED RENTAL PAYMENTS: Sixty (60) quarterly rental payments in arrears each equal to 2.33669% of the price of each Item of Equipment

Lessee: Chicago, Milwaukee, St. Paul and Pacific Railroad Company

Assignee of Manufacturer: Wells Fargo Bank, N.A.

Interstate Commerce Commission
Washington, D.C. 20423

6/6/80

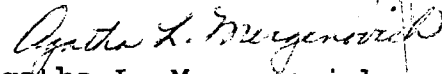
OFFICE OF THE SECRETARY

Kenneth G. Goldin
Chapman & Cutler
111 West Monroe St.
Chicago, Illinois 60603

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/6/80** at **11:05am**, and assigned re-recording number(s). **4776-K, 4776-L, 6342-C, 6343-C, 7080-B, 7081-A**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

7081-A

RECORDATION NO. 7081-A
FEB 1425FIRST AMENDMENT TO EQUIPMENT LEASE JUN 6 1980 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO EQUIPMENT LEASE dated as of February 1, 1980 (the or this "First Amendment"), between MIDATLANTIC NATIONAL BANK, formerly named National Newark & Essex Bank, a national banking association, as Trustee under a Trust Agreement dated as of May 15, 1973 (the "Lessor") and RICHARD B. OGILVIE, Trustee of the Property of the CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, Debtor, a Wisconsin corporation (said Richard B. Ogilvie, Trustee as aforesaid, being herein called the "Lessee" and said Chicago, Milwaukee, St. Paul and Pacific Railroad Company being herein called the "Railroad");

W I T N E S S E T H:

WHEREAS, the Lessor and the Railroad have heretofore executed and delivered that certain Equipment Lease dated as of May 15, 1973 (the "Lease") providing for the lease thereunder by the Lessor to the Railroad of certain railroad equipment more fully described in said Lease; and

WHEREAS, the Lease was filed for record in the Office of the Secretary of the Interstate Commerce Commission on June 26, 1973 and has been assigned Recordation No. 7081; and

WHEREAS, on December 19, 1977, the Railroad filed a Petition for Reorganization under Section 77 of the Federal Bankruptcy Act in the United States District Court for the Northern District of Illinois, Eastern Division (the "Court"), such Petition was duly approved as properly filed by an order signed on December 20, 1977 by the Court (said Petition and any and all other proceedings with respect thereto filed with the Court being hereinafter called the "Reorganization Proceedings"), the Lessee has become duly qualified as Trustee of the Property of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, and pursuant to the Reorganization Proceedings, the Lessee is the successor to the Railroad; and

WHEREAS, the Lessor and the Lessee desire to amend the Lease as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee hereby covenant and agree that the Lease shall be deemed to be and it is hereby amended as follows:

1. By deleting Schedule B-2 attached to the Lease, as amended, and substituting therefor Schedule B-2 attached to this First Amendment.

Whenever in any certificate, letter, notice or other instrument reference is made to the Lease, such reference without more shall include reference to this First Amendment.

This First Amendment may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one Amendment.

Except to the extent hereby amended and modified, the Lease is in all respects ratified, confirmed and approved.

This First Amendment is dated as of February 1, 1980 for convenience of identification but is delivered by the parties hereto and becomes effective on the date of filing with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. 11303 (formerly Section 20c of the Interstate Commerce Act).

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be executed as of the day and year first above written.

MIDATLANTIC NATIONAL BANK

By Stephen P. Cosgrove
its STEPHEN P. COSGROVE
VICE PRESIDENT & TRUST OFFICER LESSOR

(Corporate Seal)

Attest:

Richard B. Ogilvie

Trust Officer

RICHARD B. OGILVIE, AS TRUSTEE
OF THE PROPERTY OF THE CHICAGO,
MILWAUKEE, ST. PAUL AND PACIFIC
RAILROAD COMPANY, DEBTOR

Richard B. Ogilvie
LESSEE

STATE OF NEW JERSEY)
) SS
COUNTY OF ESSEX)

On this 14th day of April, 1980, before me personally appeared Stephen P. Casgrove, to me personally known, who being by me duly sworn, says that he is a Vice President of MIDATLANTIC NATIONAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marian J. Pelaia-Meola
Notary Public

MARIAN J. PELAIJA-MEOLA
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 15, 1982

(Seal)
My Commission Expires:

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 1st day of May, 1980, before me personally appeared RICHARD B. OGILVIE, to me personally known, who being by me duly sworn, says that he is Trustee of the Property of CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, Debtor, and the foregoing instrument was signed by him not individually, but solely as Trustee of the Property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, and he acknowledged that he executed the same as his free act and deed.

Joanne H. Easton
Notary Public

(Seal)

My Commission Expires: July 24, 1982

SCHEDULE B-2
(to Equipment Lease)

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PLANT OF MANUFACTURER: Renton, Washington

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